

EQUINIX, INC.
GOVERNANCE COMMITTEE CHARTER

As adopted by the Board of Directors on May 22, 2008
Amended May 8, 2014

PURPOSE

The purpose of the Governance Committee (the "Committee") of the Board of Directors (the "Board") of Equinix, Inc. (the "Company") shall be (i) to oversee the evaluation of the Board; (ii) to review and consider developments in corporate governance practices and to recommend to the Board a set of effective corporate governance policies and procedures applicable to the Company; and (iii) to review and consider developments related to the Company's Governance, Risk and Compliance program (the "GRC Program") and to report out to the Board on GRC Program activities and recommendations. The Committee has the authority to undertake the specific duties and responsibilities listed below and will have the authority to undertake such other specific duties as the Board from time to time prescribes.

ORGANIZATION AND COMPOSITION

The members of the Committee will be nominated by, will be appointed by, and will serve at the discretion of, the Board and will consist of at least two (2) members of the Board.

The Board shall designate one member of the Committee as the Committee's Chairperson. The members shall serve until their resignation, retirement or removal by the Board and/or until their successors are appointed.

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibility with full access to all books, records, facilities and personnel of the Company.

The Committee shall have the authority to engage independent legal and/or other advisors, as it determines necessary, to carry out its duties. The Committee shall have sole authority to approve related fees and retention terms, and the Company shall provide the Committee with adequate funding to allow the Committee to perform its duties under this Charter.

MEETINGS

The Committee will establish its own schedule and will meet at least three (3) times each fiscal year. The Committee may also act by circulating a written consent to each member of the Committee. The written consent constitutes a valid action of the Committee if it has been executed by each Committee member. The written consent will be filed with the minutes of Board meetings.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board.

RESPONSIBILITIES AND AUTHORITY

The responsibilities and authority of the Committee shall include:

1. Regularly reviewing issues and developments related to corporate governance and identifying and bringing to the attention of the Board current and emerging corporate governance issues and developments that may affect the business operations, performance or public image of the Company;
2. Developing and overseeing a Board performance evaluation process and evaluating at least annually the performance and effectiveness of the Board, including conducting surveys of director observations, suggestions and preferences;
3. In conjunction with the Board and the Compensation Committee, as appropriate, conducting a review of Chief Executive Officer succession planning, as necessary, reporting its findings and recommendations to the Board, and working with the Board in evaluating potential successors to the Chief Executive Officer position;
4. Evaluating the adequacy of the Company's corporate governance structure, policies and procedures in light of (i) applicable regulatory requirements, (ii) issues and developments relating to corporate governance and (iii) the performance of management, the Board and each Board committee relating to corporate governance;
5. Regularly reviewing issues and developments relating to the Company's GRC Program initiatives and operational risks facing the Company.
6. Meeting periodically with the Company's Compliance Officer to review the status of the Company's GRC Program.
7. Reviewing the Committee's own charter, structure and processes;
8. Generally advising the Board on corporate governance matters; and
9. Performing such other duties as may be requested by the Board.

REPORTS

The Committee will provide reports to the Board regarding such matters as the Committee may deem appropriate.

COMPENSATION

Members of the Committee shall receive such fees, if any, for their service as Committee members, as may be determined by the Board. Such fees may include retainers or per meeting fees and shall be paid in such form of consideration as is determined by the Board in accordance with the applicable rules of the Securities and Exchange Commission (“SEC”) and The Nasdaq Global Market (“Nasdaq”).

DELEGATION OF AUTHORITY

The Committee may, to the extent permitted under applicable law, the rules of Nasdaq and the SEC, and the Company’s Certificate of Incorporation and Bylaws, form and delegate authority to subcommittees when appropriate.